DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW

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WASHINGTON, D. C. 20005-4078

TELEPHONE: (202) 371-9500

TELECOPIER: (202) 371-0900

1993 -12 ··· PM

INTERSTATE COMMERCE COMMISSION

September 2, 1992

3-251A003

Recordation No. 17982-B and -C

\$32 00 flang fee

Dear Mr. Strickland:

INTERSTATE COMMERCE COMMISSION

1993 -12 30 PM

SEP 8

On behalf of Greyhound Financial Corporation, I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of two (2) secondary documents, not previously recorded.

The secondary document to be recorded under Recordation No. 17982-B is entitled First Amendment to Chattel Mortgage and Security Agreement, dated August 31, 1993 and the parties thereto are:

**GLNX** Corporation Suite 450

10077 Grogan's Mill Road The Woodlands, TX 77380

and

Greyhound Financial Corporation

Dial Tower Dial Corporate Center

Phoenix, Arizona 85077

**MORTGAGOR** 

**MORTGAGEE** 

The aforesaid First Amendment to Chattel Mortgage and Security Agreement adds some one hundred and seventeen (117) units of rolling stock to the subject Chattel Mortgage and Security Agreement under Recordation No. 17982.

The equipment covered by the First Amendment to Chattel Mortgage and Security Agreement is the equipment identified therein as Additional Cars.

A short summary of the First Amendment to Chattel Mortgage and Security Agreement is as follows:

"Adds 117 units subject to Chattel Mortgage and Security Agreement"

The secondary document to be recorded under Recordation No. 17982-C is entitled First Amendment to Assignment of Leases, dated August 31, 1993 and the parties thereto are:

GLNX Corporation Suite 450

10077 Grogan's Mill Road The Woodlands, TX 77380

and

Greyhound Financial Corporation Dial Tower Dial Corporate Center Phoenix, Arizona 85077 <u>ASSIGNOR</u>

**ASSIGNEE** 

The aforesaid First Amendment to Assignment of Leases adds some one hundred and seventeen (117) units of rolling stock to the subject Assignment of Leases under Recordation No. 17982-A.

The equipment covered by the First Amendment to Assignment of Leases is the equipment identified therein as Additional Cars.

A short summary of the First Amendment to Assignment of Leases is as follows:

"Adds 117 units subject to Assignment of Leases"

In accordance with the regulations, <u>I request the name of the Assignee</u>, Greyhound Financial Corporation, <u>be entered in the assignee side of the ICC Index</u> ("white pages") with the following notation: "See Recordation No. 17892-C."

Enclosed is a check in the amount of thirty two dollars (\$32.00) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterpart(s) of the documents not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filings and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.

Attorney for Greyhound Financial Corporation

for this purpose of this filing.

Honorable Sidney L. Strickland, Jr. Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures
BY HAND
8346-020



SEP 8 1993 -12 30 PM

# FIRST AMENDMENT TO ASSIGNMENT OF LEASES INTERSTATE COMMERCE COMMISSION

This FIRST AMENDMENT TO ASSIGNMENT OF LEASES ("First Amendment") dated August 31, 1993, is made and entered into by GLNX CORPORATION, a Texas corporation, with an address at 10077 Grogan's Mill Road, Suite 450, The Woodlands, Texas, 77380 ("Assignor") and GREYHOUND FINANCIAL CORPORATION, a Delaware corporation, with its principal office at Dial Tower, Dial Corporate Center, Phoenix, Arizona, 85077 ("Assignee").

#### WITNESSETH:

WHEREAS, Assignor and Assignee entered into an Assignment of Leases dated October 21, 1992, pursuant to which Assignor granted to Assignee a lien on and a security interest in and collaterally assigned to Assignee certain railcar leases, the payments due thereunder, and other items of collateral more fully set forth therein (the "Assignment"); and

WHEREAS, the Assignment was filed and recorded with the Interstate Commerce Commission on October 23, 1992 at 10:35 a.m. and assigned Recordation Number 17982-A; and

WHEREAS, in consideration for the making by Assignee of a further advance of loan proceeds, the proceeds of which will be used to acquire those railcars annexed hereto as Exhibit A and made a part hereof (the "Additional Cars"), Assignor and Assignee have agreed to amend the Assignment in certain respects.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agreed as follows:

- 1. <u>Definitions</u>. Unless otherwise defined herein, all capitalized terms used herein shall have the meaning ascribed to such terms as set forth in the Assignment.
- 2. <u>Amendments</u>. Schedule 1 to Exhibit A of the Assignment is hereby amended by adding the Additional Cars as a part thereof. Exhibit B of the Assignment is hereby amended by adding as a part thereof those lease agreements set forth in the attached <u>Exhibit B</u> (the "Additional Leases"). The definition of Leases as set forth in the Assignment is hereby amended to include the Additional Leases within such definition.
- 3. <u>Reaffirmation of Security Interest</u>. Assignor hereby reaffirms the validity, enforceability, existence, grant and creation of the security interests,

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grants, transfers and assignments granted and made to Lender in and pursuant to the Assignment.

- 4. Confirmation of Representations, Warranties and Agreements. Assignor hereby reaffirms, as if made on the date hereof, all of Assignor's representations and warranties contained in the Assignment. Assignor further reaffirms the validity, enforceability and legality of the Assignment and all provisions of the Assignment, as modified, are hereby confirmed and ratified. In the event of a conflict or inconsistency between the provisions of the Assignment and this First Amendment, this First Amendment shall prevail.
- 5. <u>Continuation of Provisions</u>. All terms, conditions and provisions of the Assignment are continued in full force and effect and shall remain unaffected and unchanged except as specifically amended or modified hereby.
- 6. <u>Counterparts and Captions</u>. This First Amendment may be executed in any number of separate counterparts, all of which, when taken together shall constitute one and the same instrument, notwithstanding the fact that all parties have not signed the same counterpart. The paragraph titles set forth in this First Amendment are inserted for convenience only and shall not be used to construe or interpret this First Amendment.

IN WITNESS WHEREOF the parties executed this First Amendment as of the date first written above.

**GREYHOUND FINANCIAL** 

CORPORATION, a Delaware corporation

15R.V-

GLNX CORPORATION, a Texas corporation

a Toxas corporation

By:\_\_

resident

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State of
foregoing instrument was the free act and deed of said corporation.  CHERYL A NINE Notary Public STATE OF TEXAS My Commission Expires August 7, 1994  CHERYL A NINE Notary Public Signature of Notary Public
My Commission Expires:  8/7/94
State of ARIZONA ) ss: County of MARICOPA )
On this 3d day of September, 1993 before me personally appeared Martin G. Roth, to me personally known, who being by me duly sworn, says that he/she is the Senior Vice President of Greyhound Financial Corporation, a Delaware corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.
Signature of Notary Public

SEAL

My Commission Expires:

**APRIL 30, 1997** 

## EXHIBIT A

Reportin	ng Marks	Date Built	DOT Specifications	Description
GLNX	405	Nov-79	LO-4700	100Γ 4700CF HOPPER
GLNX	406	Jan-79	LO-4700	100 Γ 4700CF HOPPER
GLNX	407	Nov-79	LO - 4700	100°Г 4700CF HOPPER
GLNX	408	Nov-79	LO - 4700	100T 4700CF HOPPER
GLNX	23118	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX	23119	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX	23120	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX	23121	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX	23122	Jan-80	111A100W3	23.5M EC4FI GP TANK
GLNX	23123	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX	23124	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX	23125	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX	23126	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX	23127	Jan-80	111A100W3	23.5M EC4FI GP TANK
GLNX	23128	Jan-80	111A100W3	23.5M EC4FI GP TANK
GLNX	23129	Jan-80	111A100W3	23.5M EC4FI GP TANK
GLNX	23130	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX	23131	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX	23132	Dec-79	111A100W3	23.5M EC4FI GP TANK

1 of 7

Reporti	ng Marks	Date Built	DOT Specifications	<u>Description</u>
GLNX	23133	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX	23134	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX	23135	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX	23136	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX	23137	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX	23138	Jan-80	111A100W3	23.5M EC4FI GP TANK
GLNX	23139	Jan-80	111A100W3	23.5M EC4FI GP TANK
GLNX	23142	Jan-80	111A100W3	23.5M EC4FI GP TANK
GLNX	23143	Jan-80	111A100W3	23.5M EC4FI GP TANK
GLNX	23144	Dec-79	111A100W3	23.5IM EC4FI GP TANK
GLNX	23145	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX	23146	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX	23147	Jan-80	111A100W3	23.5M EC4FI GP TANK
GLNX	23148	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX	23149	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX	34117	Jan-80	105J300W	34M GAL PRESSURE
GLNX	34118	Dec-79	105J300W	34M GAL PRESSURE
GLNX	34119	Dec-79	105J300W	34M GAL PRESSURE
GLNX	34120	Jan-80	105J300W	34M GAL PRESSURE

2 of 7

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Reporti	ng Marks	Date <u>Built</u>	DOT Specifications	Description
GLNX	34121	Feb-80	105J300W	34M GAL PRESSURE
GLNX	34122	Jan-80	105J300W	34M GAL PRESSURE
GLNX	34123	Dec-79	105J300W	34M GAL PRESSURE
GLNX	34124	Dec-79	105J300W	34M GAL PRESSURE
GLNX	34125	Dec-79	105J300W	34M GAL PRESSURE
GLNX	34126	Dec-79	105J300W	34M GAL PRESSURE
GLNX	34127	Dec-79	105J300W	34M GAL PRESSURE
GLNX	34128	Dec-79	105J300W	34M GAL PRESSURE
GLNX	34129	Dec-79	105J300W	34M GAL PRESSURE
GLNX	34130	Jan-80	105J300W	34M GAL PRESSURE
GLNX	34131	Dec-79	105J300W	34M GAL PRESSURE
GLNX	34132	Dec-79	105J300W	34M GAL PRESSURE
GLNX	34133	Jan-80	105J300W	34M GAL PRESSURE

Reporting Marks	Date of Manufacture	DOT Specifications	Description
<b>G</b> TNX 53105	12/79	111A100W3	23.5H EC4FI GP TANK
GLNX 23103	01/80	111A100W3	23.5H EC4FI GP TANK
GLNX -23104	02/80	111A100W3	23.5H EC4FI GP TANK
GLNX 23105	. 01/80	111A100W3	23.5H EC4FI GP TANK
GLNX 23106	12/79	.111YT00A3	23.5H EC4FI GP TANK
GLNX 23107	12/79	111A100W3	23.5H EC4FI GP TANK
GLNX 23108	12/79	111A100W3	23.5H EC4FI GP TANK
GLNX 23109	12/79	111A100W3	23.5H EC4FI GP TANK
GLNX 23110	12/79	111A100W3	23.5H EC4FI GP TANK
GLNX 23111	02/80	111A100W3	23.5M EC4FI GP TANK
GLNX 23112	02/80	111A100W3	23.5M EC4FI GP TANK
GLNX 34154	01/80	105J300W	34M GAL FRESSURE

Repor	ting Marks	Date of Kanufacture	DOT Specifications	Description
GLNX	23199	05/80	111A100W3	23.5H EC4FI GP TANK
GLNX	23206	05/80	111A100W3	23.5% EC4FI GP TANK
GLNX	23207	01/80 .	111A100W3	23.5H EC4FI GP TANK
GLNX	23210	01/80	1117100M3 ·	23.5H EC4FI GP TANK
GLNX	23211	05/80	111A100W3 ·	23.5H EC4FI GP TANK

GLNX	23212	05/80	111A100W3	23.5M BC4FI GP TANK
GLNX	23218	05/80	111X100W3	23.5M EC4FI GP TANK
GLNX	23219	05/80	111A100W3	23.5H EC4FI GP TANK
GLNX	23220	05/80	111A100W3	23.5H EC4FI GP TANK
GLNX	23224	05/80	111A100W3	23.5M BC4FI GP TANK

Repor	ting Marks	Date of	DOT Specifications	Descript on
GLNX	415	12/79	LO - 4700	100T 4700CF HOPPER
GLNX	416	12/79	10 - 4700	100T 4700CF HOPPER
GLNX	417	12/79	LO - 4700	100T 4700CF HOPPER
GLNX	418	12/79	LO - 4700	100T 470CCF HOPPER
GLNX	419	12/79	LO - 4700	100T 470CCF HOPPER
GLNX	23113	02/80	111A100W3	23.5H EC4FI GP TANK
GLNX	23114	12/79	111A100W3	23.5H EC4FI GP TANK
GLNX	23184	05/80	111X100W3	23.5M EC4FI GP TANK
GLNX	23185	05/80	111A100W3	23.5H EC4FI GP TANK
GLNX	23187	04/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23188	05/80	111A100W3	23.5M BC4/FI GP TANK
GLNX	23189	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23190	05/80	111A100W3	23.5M EC4PI GP TANK
GLNX	23191	05/80	111A100W3	23.5M EC4PI GP TANK
GLNX	23192	05/80 .	111A100W3	23.5% BC4PI GP TANK

GLNX	23193	05/80	111A100W3	23.5H EC4FI GP TANK
GLNX	23195	06/80	111A100W3:	23.5M BC4FI GP TANK
GLNX	23196	05/80	111A100W3	23.5M BC4FI GP TANK
GLNX	23197	05/80	111A100W3	23.5H ECIPI GP TANK
GLNX	23209	05/80	111A100W3	23.5H EC4PI GP TANK
GLNX	23215	05/80	111A100W3	23.5H EC4FI GP TANK
GLNX	23216	05/80	111A100W3	23.5H BOAFI GP TANK
GLNX	•			23.5H BC4FI GP TANK
GLNX	23221	05/80	111 <b>X</b> 100W3	23.5H BC4FI GP TANK
GLNX	23232	05/80	111 <b>X</b> 100W3	23.5H EC4PI GP TANK
GLNX	23236	05/80	111A100W3	23.5H EC4FI GP TANK
GLNX	23238	05/80	111A100W3	23.5H EC4FI GP TANK
GLNX	23239	05/80	111A100W3	23.5H RC4FI GP TANK
GLNX	23241	06/80	111A100W3	23.5H RC4FI GP TANK
GLNX	23242	06/80	111A100W3	23.5H BC4FI GP TANK
GLNX	23245	06/80	111A100W3	23.5H BC4FI GP TANK
GLNX	23246	05/80	111 <b>A</b> 100W3	23.5H EC4FI GP TANK
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			105J300W	
		•		34H GAL PRESSURE
GLNX	34147	01/80	. 1053300W	34H GAL PRESSURE
GLNX	34148	01/80	105J300W	34M GAL PRESSURE

GLNX	34149	01/80	105J300W	34M	GAL	PRESSURE		
GLNX	34150	01/80	105J300W	34 <b>X</b>	GAL	PRESSURE		
GLNX	34151	02/80	105J300W	34X	GAL	PRESSURE		
GLNX	34152	02/80	105J300W	34X	gal	PRESSURE	(HEAD	BLOCK)
GLNX	34153	02/80	105J300W	34M	GAL	Pressure	(HEAD	BLOCK

# EXHIBIT B

## ADDITIONAL LEASES

PLAIN.01-V1 8/31/93

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### EXHIBIT B

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